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*Proposed Counsel for The Official Committee of
Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA – SAN FERNANDO VALLEY DIVISION**

In re

Case No. 1:24-bk-10228-VK

MR. TORTILLA, INC.,

Chapter 11 Case

Debtor.

Hon. Victoria S. Kaufman

**NOTICE OF APPLICATION OF THE
OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF MR.
TORTILLA, INC. FOR AN ORDER
AUTHORIZING RETENTION AND
EMPLOYMENT OF ORRICK,
HERRINGTON & SUTCLIFFE LLP AS
COUNSEL EFFECTIVE AS OF
MARCH 22, 2024 PURSUANT TO 11
U.S.C. §§ 328 AND 1103 AND
FEDERAL RULES OF BANKRUPTCY
PROCEDURE 2014 AND 5002**

[No Hearing Required Unless Requested Pursuant to Local Bankruptcy Rule 2014-1]

1 **PLEASE TAKE NOTICE** that the Official Committee of Unsecured Creditors (the
2 “Committee”) of Mr. Tortilla, Inc., the debtor and debtor in possession (the “Debtor”) in the above-
3 captioned chapter 11 case (the “Case”), has submitted an application (the “Application”) for entry
4 of an order, substantially in the form attached thereto as Exhibit A, authorizing the Committee to
5 retain Orrick, Herrington & Sutcliffe LLP (“Orrick”) as counsel for the Committee, effective as of
6 March 22, 2024 (the “Retention Date”), pursuant to sections 328(a) and 1103(a) of title 11 of the
7 United States Code, 11 U.S.C. §§ 101 *et. seq.* (the “Bankruptcy Code”), Rules 2014 and 5002 of
8 the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local
9 Bankruptcy Rules for the Central District of California (the “Local Rules”) with compensation
10 determined pursuant to section 330 of the Bankruptcy Code.

11 **PLEASE TAKE FURTHER NOTICE** that the Application is based upon the facts set
12 forth therein, the Declaration of Raniero D’Aversa attached thereto and all exhibits attached thereto,
13 the Declaration of Alexander Grimwood attached thereto and all exhibits attached thereto, the entire
14 record in this Case, the statements, arguments, and representation of counsel to be made at the
15 hearing on the Application, if any, and any other evidence properly presented to the Court.

16 **PLEASE TAKE FURTHER NOTICE** that any request for a copy of the Application must
17 be made in writing to Orrick, Herrington & Sutcliffe LLP, 355 South Grand Avenue, Suite 2700,
18 Los Angeles, California 90071-1596, Attention: Jeffery Hermann (jhermann@orrick.com); and
19 Orrick, Herrington & Sutcliffe LLP, 51 West 52nd Street, New York, New York 10019-6142,
20 Attention: Raniero D’Aversa, Jr. (rdaversa@orrick.com); Mark Franke (mfranke@orrick.com);
21 and Brandon Batzel (bbatzel@orrick.com).

22 **PLEASE TAKE FURTHER NOTICE** that the Committee seeks to employ Orrick to
23 render, among others, the following types of professional services:

- 24 (a) Participate in in-person and telephonic meetings of the Committee and otherwise
25 advise the Committee with respect to its rights, power, and duties in this Case;
26 (b) Assist and advise the Committee in its consultations with the Debtor relating to the
27 administration of this Case and any potential sale of the Debtor’s assets;

- (c) Assist the Committee in analyzing the claims of the Debtor's creditors and in negotiating with the holders of claims and, if appropriate, equity interests;
 - (d) Assist the Committee's investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtor and other parties involved with the Debtor, and of the operation of the Debtor's business;
 - (e) Assist and advise the Committee in its analysis of, and negotiations with, the Debtor or any other third party concerning matters related to, among other things, the assumption or rejection of certain leases of non-residential real property and/or executory contracts, asset dispositions, financing transactions, and the terms of a plan of reorganization or liquidation for the Debtor;
 - (f) Assist and advise the Committee as to its communications, if any, to the general creditor body regarding significant matters in this Case;
 - (g) Represent the Committee at hearings and other proceedings;
 - (h) Review and analyze, as well as advise the Committee with respect to, applications, orders, statements of financial affairs, and schedules filed with the Court;
 - (i) Assist the Committee in preparing pleadings and applications as may be necessary in furtherance of the Committee's interests and objectives; and
 - (j) Perform such other services as may be required and are deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that the Committee seeks to employ Orrick under sections 328(a) and 1103(a) of the Bankruptcy Code, with compensation determined pursuant to section 330 of the Bankruptcy Code. The Committee seeks to compensate Orrick, with such compensation coming from the Debtor's bankruptcy estate, in accordance with the following: Orrick will provide a 20% discount for all attorneys and paraprofessionals involved in this representation. Orrick has also offered the Committee a one-time credit of \$30,000 calculated using Orrick's discounted rates, provided that the Case is not dismissed or converted to chapter 7 within

1 three months of the Petition Date, with such credit to be applied to Orrick's final fee application.
2 Orrick anticipates that the following attorneys will be the primary persons who will render services
3 to the Committee in connection with this Case. These principal professionals' and
4 paraprofessionals' rates—reflecting the discount—are reflected below:

- 5 (a) Raniero D'Aversa (Partner): \$1,680
- 6 (b) Jeffery Hermann (Of Counsel): \$1,076
- 7 (c) Mark Franke (Of Counsel): \$1,068
- 8 (d) Brandon Batzel (Senior Associate): \$1,024
- 9 (e) Nick Sabatino (Managing Associate): \$940
- 10 (f) Dan Carnie (Associate): \$620

11 It is contemplated that Orrick will seek interim and final compensation in this Case as is permitted
12 by sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016. No compensation will
13 be paid except upon application and approval by this Court after notice and a hearing in accordance
14 with sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-
15 1.

16 **PLEASE TAKE FURTHER NOTICE** that if you do not oppose the relief requested
17 through the Application, you do not need to take any further action. However, if you object to the
18 relief requested through the Application, under Local Rule 2014-1(b)(3)(e) and 9013-1(f), no later
19 than fourteen (14) days from the date of service of this Notice, you must file any response to the
20 Application and request for a hearing with the clerk of the United States Bankruptcy Court located
21 at 21041 Burbank Boulevard, Woodland Hills, CA 91367. You must also serve a copy of your
22 objection or response to the Application and request for a hearing upon the Committee and its
23 proposed counsel at Orrick, Herrington & Sutcliffe LLP, 355 South Grand Avenue, Suite 2700,
24 Los Angeles, California 90071-1596, Attention: Jeffery Hermann (jhermann@orrick.com); and
25 Orrick, Herrington & Sutcliffe LLP, 51 West 52nd Street, New York, New York 10019-6142,
26 Attention: Raniero D'Aversa, Jr. (rdaversa@orrick.com); Mark Franke (mfranke@orrick.com);
27 and Brandon Batzel (bbatzel@orrick.com); and Katherine Bunker of the Office of the United States
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1 Trustee for Region 16, 915 Wilshire Blvd., Ste 1850, Los Angeles, California 90017
2 (kate.bunker@usdoj.gov). Upon receipt of any written objection and request for a hearing, the
3 applicant will obtain a hearing date on the Application and give appropriate notice thereof.

4 **PLEASE TAKE FURTHER NOTICE** that under Local Rule 9013-1(h), the Court may
5 deem the failure to file and serve a timely objection to the Application to be consent to the relief
6 requested through the Application.

7

8 Dated: April 8, 2024

9

By: /s/ Jeffery Hermann

10 **ORRICK, HERRINGTON &
11 SUTCLIFFE LLP**

12 Jeffery D. Hermann, State Bar No. 90445
13 355 South Grand Avenue
14 Suite 2700
15 Los Angeles, CA 90071-1596
16 Telephone: (213) 629-2020
17 Facsimile: (213) 612-2499
18 Email: jhermann@orrick.com

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*Proposed Counsel for The Official Committee of
Unsecured Creditors*

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**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA – SAN FERNANDO VALLEY DIVISION**

In re

Case No. 1:24-bk-10228-VK

MR. TORTILLA, INC.,

Chapter 11 Case

Debtor.

Hon. Victoria S. Kaufman

**APPLICATION OF THE OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS OF MR. TORTILLA,
INC. FOR AN ORDER AUTHORIZING
RETENTION AND EMPLOYMENT OF
ORRICK, HERRINGTON &
SUTCLIFFE LLP AS COUNSEL
EFFECTIVE AS OF MARCH 22, 2024
PURSUANT TO 11 U.S.C. §§ 328 AND
1103 AND FEDERAL RULES OF
BANKRUPTCY PROCEDURE 2014
AND 5002**

[No Hearing Required Unless Requested Pursuant to Local Bankruptcy Rule 2014-1]

1 The Official Committee of Unsecured Creditors (the “Committee”) of Mr. Tortilla, Inc., the
2 debtor and debtor and debtor in possession (the “Debtor”) in the above-captioned chapter 11 case
3 (the “Case”), hereby submits this application (the “Application”) for entry of an order, substantially
4 in the form attached thereto as Exhibit A, authorizing the Committee to retain Orrick, Herrington
5 & Sutcliffe LLP (“Orrick”) as counsel for the Committee, effective as of March 22, 2024 (the
6 “Retention Date”), pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code,
7 11 U.S.C. §§ 101 et. seq. (the “Bankruptcy Code”), Rules 2014 and 5002 of the Federal Rules of
8 Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules
9 for the Central District of California (the “Local Rules”) with compensation determined pursuant
10 to section 330 of the Bankruptcy Code. In support of the Application, the Committee submits the
11 (a) Declaration of Raniero D’Aversa, a partner in Orrick’s Restructuring Group, attached hereto as
12 Exhibit B (the “D’Aversa Declaration”), and (b) the Declaration of Alexander Grimwood of Jeeves
13 Inc., a member of the Committee, attached hereto as Exhibit C (the “Grimwood Declaration”), each
14 of which is incorporated herein by reference. In further support of the Application, the Committee
15 respectfully represents as follows:

I. RELIEF REQUESTED

17 1. By this Application, the Committee respectfully requests that the Court enter an
18 order, substantially in the form attached hereto as Exhibit A, authorizing the Committee to retain
19 and employ Orrick as counsel for the Committee in this Case, effective as of the Retention Date,
20 pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 5002,
21 and Local Rule 2014-1.

II. JURISDICTION

23 2. This Court has jurisdiction of this Application pursuant to 28 U.S.C. §§ 157 and
24 1334. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

25 ||| 3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

III. BACKGROUND

4. On February 14, 2024 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Since the commencement of the Case, the Debtor has been operating its business as a debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

5. On March 12, 2024, the Office of the United States Trustee for Region 16 (the “U.S. Trustee”) appointed the Committee. [Dkt No. 82]. The Committee is comprised of the following creditors: Simpler Postage, Inc. (dba EasyPost) and Jeeves Inc.

IV. RETENTION OF ORRICK

6. On the Retention Date, the Committee duly selected Orrick to represent it during the pendency of the Case. The Committee seeks to employ Orrick at the expense of the Debtor's bankruptcy estate and to have the employment of Orrick deemed effective as of the Retention Date.

7. The Committee requires the services of experienced and competent bankruptcy counsel to carry out its duties in this Case. The Committee seeks to employ Orrick effective as of the Retention Date—the date Orrick was selected as Committee counsel and began substantive work on the Committee’s behalf. The Committee believes retention effective as of the Retention Date is appropriate in view of the nature of this Case and the Committee’s immediate and urgent need for the provision of legal services upon its formation. Since the Retention Date, Orrick has been fully committed to addressing legal issues facing the Committee, including reviewing schedules, first day pleadings, and other background documents to understand the situation in this Case. Therefore, the Committee submits that these circumstances warrant approval effective as of the Retention Date.

V. PROPOSED EMPLOYMENT OF ORRICK

8. As explained in the D'Aversa Declaration, the Committee seeks to employ Orrick as Committee counsel, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, with compensation determined pursuant to section 330 of the Bankruptcy Code, to render, among others, the following types of professional services:

- (a) Participate in in-person and telephonic meetings of the Committee and otherwise advise the Committee with respect to its rights, power, and duties in this Case;
 - (b) Assist and advise the Committee in its consultations with the Debtor relating to the administration of this Case and any potential sale of the Debtor's assets;
 - (c) Assist the Committee in analyzing the claims of the Debtor's creditors and in negotiating with the holders of claims and, if appropriate, equity interests;
 - (d) Assist the Committee's investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtor and other parties involved with the Debtor, and of the operation of the Debtor's business;
 - (e) Assist and advise the Committee in its analysis of, and negotiations with, the Debtor or any other third party concerning matters related to, among other things, the assumption or rejection of certain leases of non-residential real property and/or executory contracts, asset dispositions, financing transactions, and the terms of a plan of reorganization or liquidation for the Debtor;
 - (f) Assist and advise the Committee as to its communications, if any, to the general creditor body regarding significant matters in this Case;
 - (g) Represent the Committee at hearings and other proceedings;
 - (h) Review and analyze, as well as advise the Committee with respect to, applications, orders, statements of financial affairs, and schedules filed with the Court;
 - (i) Assist the Committee in preparing pleadings and applications as may be necessary in furtherance of the Committee's interests and objectives; and
 - (j) Perform such other services as may be required and are deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code.

25 9. Orrick has agreed to act on behalf of, and to render such services to, the Committee.

26 10. In addition to Orrick becoming familiar with the Debtor's corporate history, debt

27 structure, schedules, and other relevant background in this Case, Orrick has the necessary

1 experience and skill required for this representation and is qualified to represent the Committee.
2 Orrick is a full-service law firm with expertise in the areas of bankruptcy law and litigation,
3 specifically has experience representing committees in other bankruptcy cases, and has experience
4 in consumer and online retail bankruptcy cases, which experience will be relevant to this Case.
5 Orrick's experience representing creditors' committees in other chapter 11 cases includes: *In re*
6 *ActiveCare, Inc.*, Case No. 18-11659 (LSS) (Bankr. D. Del.); *In re Plumbing Holdings Corp.*, Case
7 No. 09-14413 (CSS) (Bankr. D. Del.).

8 11. The Committee requires knowledgeable counsel to render it the essential
9 professional services it requires in this Case. As provided herein, Orrick has substantial expertise
10 in all the relevant areas. Accordingly, the Committee respectfully submits that Orrick is well
11 qualified to perform these services and represent the Committee's interests in this Case.

12 **VI. COMPENSATION OF ORRICK**

13 12. Orrick intends to seek authority to be paid for any and all fees incurred and expenses
14 advanced by Orrick in conformity with sections 330 and 331 and Bankruptcy Rule 2016, on both
15 an interim and final basis. No compensation will be paid except upon application to and approval
16 by this Court after notice and a hearing in accordance with sections 330 and 331, Bankruptcy Rule
17 2016, and Local Rule 2016-1. Orrick will maintain detailed records of fees and expenses incurred
18 in connection with rendering the legal services described above, in accordance with applicable rules
19 and guidelines, including but not limited to those set forth by the Department of Justice (i.e.,
20 Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed
21 Under 11 U.S.C. § 330 ("UST Guidelines")).

22 13. Orrick will provide a 20% discount for all attorneys and paraprofessionals involved
23 in this representation. Orrick has also offered the Committee a one-time credit of \$30,000 calculated
24 using Orrick's discounted rates, provided that the Case is not dismissed or converted to chapter 7
25 within three months of the Petition Date, with such credit to be applied to Orrick's final fee
26 application. Orrick anticipates that the following attorneys will be the primary persons who will
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1 render services to the Committee in connection with this Case. These principal professionals' and
2 paraprofessionals' rates—reflecting the discount—are reflected below:

- 3 (a) Raniero D'Aversa (Partner): \$1,680
4 (b) Jeffery Hermann (Of Counsel): \$1,076
5 (c) Mark Franke (Of Counsel): \$1,068
6 (d) Brandon Batzel (Senior Associate): \$1,024
7 (e) Nick Sabatino (Managing Associate): \$940
8 (f) Dan Carnie (Associate): \$620

9 14. From time to time, other attorneys at Orrick may provide services to the Committee.
10 All attorneys who are expected to appear before this Court are admitted to practice law in the United
11 States District Court and Bankruptcy Court for the Central District of California or have applied or
12 will apply for such admission *pro hac vice*. All attorneys who are expected to appear before this
13 Court are familiar with the Bankruptcy Code, the Local Rules, and the UST Guidelines and will
14 comply with them.

15 15. Orrick will endeavor to staff as efficiently as possible, only engaging professionals
16 beyond a limited core team of attorneys for specific, discrete issues as warranted an in consultation
17 with the Committee.

18 16. The Committee understands that Orrick intends to seek compensation for
19 professional services rendered in connection with this Case, subject to this Court's approval, and
20 in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the
21 UST Guidelines, and the Court's orders. The Committee also understands that Orrick intends to
22 seek reimbursement of actual necessary expenses and other charges that Orrick incurs.

23 17. Orrick agrees to accept appointment as counsel for the Committee under such terms
24 as are authorized by this Court. Orrick agrees to accept compensation for its services, such sums as
25 may be allowed by this Court, in accordance with applicable law, based upon the time spent, the
26 services rendered, the costs incurred, the results achieved, the difficulties encountered, the

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1 complexities involved, and any other appropriate factors. Orrick recognizes that the payment of
2 fees and expenses is subject to approval of the Court.

3 18. It is Orrick's policy to be reimbursed by clients for all out-of-pocket expenses
4 incurred in connection with out-of-town travel and certain expenses of local travel, as well as out-
5 of-pocket expenses for, among other things, long distance telephone calls, duplicating, large
6 mailings, messenger services, and similar items. All such expenses shall be billed in accordance
7 with the normal practice of Orrick, subject to any limitations or modifications prescribed by the
8 Application, the UST Guidelines, and the Local Rules, and subject to review and approval of the
9 Court, pursuant to sections 330 and 331 of the Bankruptcy Code.

10 19. Orrick will provide monthly billing statements to the Committee that will set forth
11 the amount of fees incurred and expenses advanced by Orrick during the previous month.

12 20. Orrick understands the provisions of sections 1103(a), 330, and 331 of the
13 Bankruptcy Code, which require, among other things, Court approval of the Committee's
14 employment of Orrick as counsel and of all legal fees and reimbursement of expenses that Orrick
15 will receive from the Committee. At the conclusion of this Case, Orrick will file an appropriate
16 application seeking allowance of all fees and costs, regardless of whether interim compensation has
17 been paid.

18 **VII. REQUIRED REPRESENTATIONS AND DISCLOSURES**

19 21. Pursuant to Bankruptcy Rule 2014(a), Orrick must disclose in this Application the
20 connections between it, the Debtor, the Committee, and any potential conflicts of interest. Those
21 connections are disclosed in Schedule 2 to the D'Aversa Declaration.

22 22. Orrick is a limited liability law partnership. To the best of the Committee's
23 knowledge, none of the partners, associates, or paraprofessionals of Orrick have any connection
24 with the Committee, other than disclosed in the D'Aversa Declaration. To the best of its knowledge,
25 Orrick does not presently represent any interest adverse to the Committee in regard to the matters
26 with which it is to be employed in these proceedings.

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1 23. Orrick has not received any lien or other interest in property to secure payment of
2 Orrick's fees and expenses in this Case.

3 24. Orrick has no prepetition claim in this Case.

4 25. Orrick has neither shared nor agreed to share any of the compensation it receives
5 from this Case with any person other than to share this compensation among its partners, associates,
6 and employees.

7 26. Orrick is not a creditor, an equity security holder, or an insider of the Debtor.

8 27. Orrick is not and was not an investment banker for any outstanding security of the
9 Debtor. Orrick has not been within three years before the Petition Date an investment banker for a
10 security of the Debtor, or an attorney for such investment banker in connection with the offer, sale,
11 or issuance of any security of the Debtor.

12 28. Neither Orrick nor any member of Orrick has ever been a director, officer, or
13 employee of the Debtor or of any investment banker for any security of the Debtor.

14 29. To the best of the Committee's knowledge, except as set forth in the D'Aversa
15 Declaration, Orrick, its partners, counsel, and associates (i) are not creditors, equity security
16 holders, or insiders of the Debtor, (ii) are not and were not, within two years of the Petition Date,
17 directors, officers, or employees of the Debtor, (iii) do not represent any other entity having an
18 adverse interest in connection with the Case, (iv) do not have an interest materially adverse to the
19 interests of the Debtor's estate or of any class of the Debtor's creditors or equity security holders,
20 by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor, or for
21 any other reason, and (v) are not related to any judge of this Court, the U.S. Trustee, or any
22 employee of the U.S. Trustee in this District.

23 30. Orrick has undertaken an extensive review of its conflicts database of existing and
24 former clients to determine whether it had or has any connections with the parties-in-interest in this
25 Case. Attached to the D'Aversa Declaration as Schedule 1 is a list of the parties-in-interest in the
26 Case (the "Parties-in-Interest-List") that Orrick has run through its conflicts database for the
27 purpose of making these disclosures. The Parties-in-Interest List consists of (i) each of the names
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1 set forth in the list of parties-in-interest provided by the Debtor (the “Debtor’s Interested Party
2 List”)¹ and (ii) the names of entities and persons identified in other filings made by the Debtor in
3 this Case, including their list of creditors and “first-day” pleadings.

4 31. Pursuant to Bankruptcy Rule 2014(a), Orrick must disclose the connections between
5 it and the Committee, the Debtor, and any potential conflicts of interest. Those connections are
6 disclosed in Schedule 2 to the D’Aversa Declaration. Individual attorneys with Orrick may have
7 previously represented Committee members or other creditors of the Debtor in matters wholly
8 unrelated to the present Case. Orrick will not be representing any affiliates or insiders in this Case.
9 Other than as set forth in the D’Aversa Declaration, and to the best of the Committee’s knowledge,
10 Orrick does not have connections with the Debtor, the bankruptcy estate, any insider of the Debtor,
11 any creditors of the Debtor, any other party-in-interest in the Case, or their respective attorneys or
12 accountants, the U.S. Trustee, or any person employed by the U.S. Trustee. Orrick avers that none
13 of the connections are disqualifying.

14 32. Orrick has represented other committees and debtors in cases before the United
15 States Bankruptcy Court for the Central District of California. Such prior representation in no way
16 affects the proposed representation as provided for herein.

17 33. At this time, only the disclosures in the D’Aversa Declaration (including Schedule
18 2 attached thereto) have been identified. The Committee shall, to the extent necessary, obtain
19 outside separate conflicts counsel.

20 34. As set forth in the D’Aversa Declaration, to the best of Orrick’s knowledge, Orrick
21 does not hold or represent any interest adverse to the Committee, the creditors herein, or the
22 bankruptcy estate, and Orrick, its partners, counsel, and associates do not “represent any other entity
23 having an adverse interest in connection with the [Case]” pursuant to section 1103(b) of the
24 Bankruptcy Code, and are “disinterested persons” within the meaning of section 101(14) of the
25 Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code. The Committee submits
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¹ Orrick did not perform any independent diligence with respect to the accuracy of the Debtor’s
28 Interested Party List.

1 that Orrick's representation of the Committee is permissible under section 1103(a) of the
2 Bankruptcy Code.

3 35. Orrick will periodically review its files during the pendency of this Case to ensure
4 that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or
5 relationships are discovered or arise, Orrick will use reasonable efforts to identify such further
6 developments and will file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

7 36. The Committee believes that its employment of Orrick upon the terms and
8 conditions set forth above is in the best interests of the Committee and the creditors of the Debtor's
9 estate.

10 **VIII. REPRESENTATIONS AND DISCLOSURES PURSUANT TO UST GUIDELINES**

11 37. Notwithstanding the above as to Orrick's fee arrangements, the following is
12 intended to clarify for, and address, the UST Guidelines:

- 13 (a) Orrick has agreed to variations from, or alternatives to, its standard or customary
14 billing arrangements for this engagement, as provided for herein.
- 15 (b) No Orrick professionals included in this engagement will vary their rate based on
16 the geographic location of the bankruptcy case.
- 17 (c) Orrick did not represent the Committee prior to the Petition Date.
- 18 (d) Orrick prepared a preliminary budget proposal, which the Committee reviewed and
19 approved. The Committee is working with Orrick to develop a more refined
20 prospective budget and staffing plan, which the Committee will review on an
21 ongoing basis, as necessary. Furthermore, Orrick understands that the Committee,
22 along with the Debtor and the U.S. Trustee will maintain active oversight of Orrick's
23 billing practices.

24 **IX. BASIS FOR RELIEF**

25 38. The Committee seeks retention of Orrick as its attorneys pursuant to section 1103
26 of the Bankruptcy Code, which provides that a committee of unsecured creditors, subject to Court
27 approval:

1 may select and authorize the employment by such committee of one
2 or more attorneys, accountants, or other agents, to represent or
3 perform services for such committee.

4 11 U.S.C. § 1103(a).

5 39. Bankruptcy Rule 2014(a) requires that an application for retention include:
6 specific facts showing the necessity for the employment, the name of
7 the [firm] to be employed, the reasons for the selection, the
8 professional services to be rendered, any proposed arrangement for
9 compensation, and, to the best of the applicant's knowledge, all of
10 the [firm's] connections with the debtor, creditors, any other party in
11 interest, their respective attorneys and accountants, the United States
12 trustee, or any person employed in the office of the United States
13 trustee.

14 Fed. Bankr. P. 2014(a).

15 40. The Committee submits that for all the reasons stated above, in the D'Aversa
16 Declaration, and in the Grimwood Declaration, the retention and employment of Orrick as counsel
17 to the Committee is warranted. Further, to the best of the Committee's knowledge, Orrick is a
18 "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code and does not
19 hold or represent an interest adverse to the Debtor's estate and has no connection to the Debtor, its
20 creditors, or other parties in interest except as disclosed in the D'Aversa Declaration. Accordingly,
21 the retention of Orrick as counsel to the Committee should be approved.

22 **X. NOTICE**

23 41. Notice of this Application has been given to counsel to the Debtor, the U.S. Trustee,
24 and all other parties that have requested receipt of notice in this Case. In light of the relief requested,
25 the Committee submits that no other or further notice need be provided.
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XI. NO PRIOR REQUEST

42. No previous request for the relief sought herein has been made to this or any other court.

XII. CONCLUSION

WHEREFORE, the Committee respectfully requests entry of an order, substantially in the form attached hereto as Exhibit A: (i) approving this Application; (ii) approving the Committee's employment of Orrick as its counsel, at the expense of the Debtor's estate, upon the conditions set forth above, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, with compensation determined pursuant to section 330 of the Bankruptcy Code, effective as of the Retention Date; and (iii) affording such further relief as is warranted under the circumstances.

[*Remainder of page intentionally left blank*]

1 Dated: April 8, 2024
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3 By: /s/ Jeffery Hermann
4

5 **ORRICK, HERRINGTON &**
6 **SUTCLIFFE LLP**

7 Jeffery D. Hermann, State Bar No. 90445
8 355 South Grand Avenue
9 Suite 2700
10 Los Angeles, CA 90071-1596
11 Telephone: (213) 629-2020
12 Facsimile: (213) 612-2499
13 Email: jhermann@orrick.com

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15 *Proposed Counsel for The Official Committee of*
16 *Unsecured Creditors*

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1 **EXHIBIT A**

2 **Proposed Order**

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1 JEFFERY D. HERMANN (STATE BAR NO. 90445)
jhermann@orrick.com
2 ORRICK, HERRINGTON & SUTCLIFFE LLP
355 South Grand Avenue
3 Suite 2700
Los Angeles, CA 90071-1596
4 Telephone: +1 213 629 2020
Facsimile: +1 213 612 2499

6 *Proposed Counsel for The Official Committee of
Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA – SAN FERNANDO VALLEY DIVISION**

In re

Case No. 1:24-bk-10228-VK

10 MR. TORTILLA, INC.,

Chapter 11 Case

Debtor.

Hon. Victoria S. Kaufman

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**ORDER GRANTING APPLICATION
OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF MR.
TORTILLA, INC. FOR AN ORDER
AUTHORIZING RETENTION AND
EMPLOYMENT OF ORRICK,
HERRINGTON & SUTCLIFFE LLP AS
COUNSEL EFFECTIVE AS OF
MARCH 22, 2024 PURSUANT TO 11
U.S.C. §§ 328 AND 1103 AND
FEDERAL RULES OF BANKRUPTCY
PROCEDURE 2014 AND 5002**

[No Hearing Required Unless Requested Pursuant to Local Bankruptcy Rule 2014-1]

1 The Court, having read and considered the *Application of The Official Committee of*
2 *Unsecured Creditors of Mr. Tortilla, Inc. for an Order Authorizing Retention and Employment of*
3 *Orrick, Herrington & Sutcliffe LLP as Counsel Effective as of March 22, 2024 Pursuant to 11*
4 *U.S.C. §§ 328 and 1103 and Federal Rules of Bankruptcy Procedure 2014 and 5002* (the
5 “Application”),¹ the D’Aversa Declaration, and the other papers in support thereof and in relation
6 thereto, and it further appearing that proper notice of the Application has been provided, and good
7 cause having been shown,

8 **IT IS HEREBY ORDERED:**

9 1. The Application is granted.
10 2. Pursuant to sections 328(a) and 1103(a) of the Bankruptcy, Bankruptcy Rules 2014
11 and 5002, and Local Rule 2014-1, the Official Committee of Unsecured Creditors is hereby
12 authorized to employ Orrick, Herrington & Sutcliffe LLP as its counsel, effective as of March 22,
13 2024, on the terms set forth in the Application and the D’Aversa Declaration, with any
14 compensation or cost reimbursement to be paid in such amounts as may be allowed by the Court
15 upon proper application or applications filed pursuant to sections 330 and 331 of the Bankruptcy
16 Code.

17 3. The terms and conditions of this Order shall be immediately effective and
18 enforceable upon its entry.

19 4. This Court shall retain jurisdiction over any and all matters arising from or related
20 to the interpretation or implementation of this Order.

21 **IT IS SO ORDERED.**

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27 ¹ Capitalized terms used but not otherwise defined herein have the meanings given to them in the
28 Application.

1 **EXHIBIT B**
2 **D'Aversa Declaration**
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1 JEFFERY D. HERMANN (STATE BAR NO. 90445)
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*Proposed Counsel for The Official Committee of
Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA – SAN FERNANDO VALLEY DIVISION**

In re

Case No. 1:24-bk-10228-VK

10 MR. TORTILLA, INC.,

Chapter 11 Case

11 || Debtor

Hon. Victoria S. Kaufman

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**DECLARATION OF RANIERO
D'AVERSA IN SUPPORT OF
APPLICATION OF THE OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS OF MR. TORTILLA,
INC. FOR AN ORDER AUTHORIZING
RETENTION AND EMPLOYMENT OF
ORRICK, HERRINGTON &
SUTCLIFFE LLP AS COUNSEL
EFFECTIVE AS OF MARCH 22, 2024
PURSUANT TO 11 U.S.C. §§ 328 AND
1103 AND FEDERAL RULES OF
BANKRUPTCY PROCEDURE 2014
AND 5002**

[No Hearing Required Unless Requested Pursuant to Local Bankruptcy Rule 2014-1]

1 I, Raniero D'Aversa, submit this declaration in support of the *Application of the Official*
2 *Committee of Unsecured Creditors of Mr. Tortilla, Inc. for an Order Authorizing Retention and*
3 *Employment of Orrick, Herrington & Sutcliffe LLP as Counsel Effective as of March 22, 2024*
4 *Pursuant to 11 U.S.C. §§ 328 and 1103 and Federal Rules of Bankruptcy Procedure 2014 and 5002*
5 (the “Application”),¹ and hereby state and declare as follows:

6 1. I am an individual over the age of majority and am competent to testify as to the
7 facts in this declaration. If called upon to testify, I could and would testify to the facts set forth
8 herein. I am authorized by the Official Committee of Unsecured Creditors (the “Committee”) in
9 this chapter 11 case (the “Case”) to submit this declaration.

10 2. I am a partner in the firm of Orrick, Herrington & Sutcliffe LLP, 51 West 52nd
11 Street, New York, New York, 10019-6142, and have been duly admitted to practice in the State of
12 New York, the United States District Court for the Southern District of New York, and the United
13 States District Court for the Eastern District of New York. I have applied for admission to practice
14 law in the Bankruptcy Court for the Central District of California *pro hac vice*. I am authorized to
15 make this declaration on behalf of Orrick.

16 3. On February 14, 2024 (the “Petition Date”), the Debtor filed a voluntary petition for
17 relief under chapter 11 of the Bankruptcy Code. Since the commencement of the Case, the Debtor
18 has been operating its business as a debtor in possession pursuant to sections 1107 and 1108 of the
19 Bankruptcy Code.

20 4. On March 12, 2024, the Office of the United States Trustee for Region 16 (the “U.S.
21 Trustee”) appointed the Committee. [Dkt No. 82]. The Committee is comprised of the following
22 creditors: Simpler Postage, Inc. (dba EasyPost) (“EasyPost”) and Jeeves Inc. (“Jeeves”).

23 5. The mailing address for Jeeves is 2035 Sunset Lake Road, Ste. B-2, Newark, DE
24 19702. As of the Petition Date, Jeeves holds a general unsecured claim against the Debtor in the
25 amount of \$190,411.00 for obligations incurred with respect to credit cards issued to the Debtor
26 and does not hold any other disclosable economic interest, as defined in Bankruptcy Rule 2019, in
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28 ¹ Capitalized terms used but not otherwise defined herein have the meanings given to them in the Application.

1 the Debtor. The information in this paragraph was provided by Jeeves as of the date hereof. Counsel
2 reserves the right to amend or supplement this information.

3 6. The mailing address for EasyPost is 2889 Ashton Boulevard, Ste. 325, Lehi, UT
4 84043. As of the Petition Date, EasyPost holds a general unsecured claim against the Debtor in the
5 amount of \$571,894.85 for obligations incurred as a vendor to the Debtor and does not hold any
6 other disclosable economic interest, as defined in Bankruptcy Rule 2019, in the Debtor. The
7 information in this paragraph was provided by EasyPost as of the date hereof. Counsel reserves the
8 right to amend or supplement this information.

9 7. Upon information and belief formed after due inquiry, Orrick does not hold any
10 disclosable economic interest, as defined in Bankruptcy Rule 2019, in the Debtor.

11 8. On March 22, 2024 (the “Retention Date”), the Committee duly selected Orrick to
12 represent it during the pendency of the Case. The Committee seeks to employ Orrick at the expense
13 of the Debtor’s bankruptcy estate and to have the employment of Orrick deemed effective as of the
14 Retention Date.

15 9. The Committee requires the services of experienced and competent bankruptcy
16 counsel to carry out its duties in this Case. The Committee seeks to employ Orrick effective as of
17 the Retention Date—the date Orrick was selected as Committee counsel and began substantive
18 work on the Committee’s behalf. Since the Retention Date, Orrick has been fully committed to
19 addressing legal issues facing the Committee, including reviewing schedules, first day pleadings,
20 and other background documents to understand the situation in this Case.

21 10. The Committee seeks to employ Orrick as Committee counsel, pursuant to sections
22 328(a) and 1103(a) of the Bankruptcy Code, with compensation determined pursuant to section 330
23 of the Bankruptcy Code, to render, among others, the following types of professional services:

- 24 (a) Participate in in-person and telephonic meetings of the Committee and otherwise
25 advise the Committee with respect to its rights, power, and duties in this Case;
26 (b) Assist and advise the Committee in its consultations with the Debtor relating to the
27 administration of this Case and any potential sale of the Debtor’s assets;

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- (c) Assist the Committee in analyzing the claims of the Debtor's creditors and in negotiating with the holders of claims and, if appropriate, equity interests;
 - (d) Assist the Committee's investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtor and other parties involved with the Debtor, and of the operation of the Debtor's business;
 - (e) Assist and advise the Committee in its analysis of, and negotiations with, the Debtor or any other third party concerning matters related to, among other things, the assumption or rejection of certain leases of non-residential real property and/or executory contracts, asset dispositions, financing transactions, and the terms of a plan of reorganization or liquidation for the Debtor;
 - (f) Assist and advise the Committee as to its communications, if any, to the general creditor body regarding significant matters in this Case;
 - (g) Represent the Committee at hearings and other proceedings;
 - (h) Review and analyze, as well as advise the Committee with respect to, applications, orders, statements of financial affairs, and schedules filed with the Court;
 - (i) Assist the Committee in preparing pleadings and applications as may be necessary in furtherance of the Committee's interests and objectives; and
 - (j) Perform such other services as may be required and are deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code.

11. Orrick has agreed to act on behalf of, and to render such services to, the Committee.

12. In addition to Orrick becoming familiar with the Debtor's corporate history, debt
structure, schedules, and other relevant background in this Case, Orrick has the necessary
experience and skill required for this representation and is qualified to represent the Committee.
Orrick is a full-service law firm with expertise in the areas of bankruptcy law and litigation,
specifically has experience representing committees in other bankruptcy cases, and has experience
in consumer and online retail bankruptcy cases, which experience will be relevant to this Case.

1 13. The Committee requires knowledgeable counsel to render it the essential
2 professional services it requires in this Case. As provided herein, Orrick has substantial expertise
3 in all the relevant areas. Accordingly, Orrick is well qualified to perform these services and
4 represent the Committee's interests in this Case.

5 14. Orrick intends to seek authority to be paid for any and all fees incurred and expenses
6 advanced by Orrick in conformity with sections 330 and 331 and Bankruptcy Rule 2016, on both
7 an interim and final basis. No compensation will be paid except upon application to and approval
8 by this Court after notice and a hearing in accordance with sections 330 and 331, Bankruptcy Rule
9 2016, and Local Rule 2016-1. Orrick will maintain detailed records of fees and expenses incurred
10 in connection with rendering the legal services described above, in accordance with applicable rules
11 and guidelines, including but not limited to those set forth by the Department of Justice (i.e.,
12 Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed
13 Under 11 U.S.C. § 330 ("UST Guidelines")).

14 15. Orrick will provide a 20% discount for all attorneys and paraprofessionals involved
15 in this representation. Orrick has also offered the Committee a one-time credit of \$30,000 calculated
16 using Orrick's discounted rates, provided that the Case is not dismissed or converted to chapter 7
17 within three months of the Petition Date, with such credit to be applied to Orrick's final fee
18 application. Orrick anticipates that the following attorneys will be the primary persons who will
19 render services to the Committee in connection with this Case. These principal professionals' and
20 paraprofessionals' rates—reflecting the discount—are reflected below:

- 21 (a) Raniero D'Aversa (Partner): \$1,680
22 (b) Jeffery Hermann (Of Counsel): \$1,076
23 (c) Mark Franke (Of Counsel): \$1,068
24 (d) Brandon Batzel (Senior Associate): \$1,024
25 (e) Nick Sabatino (Managing Associate): \$940
26 (f) Dan Carnie (Associate): \$620

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1 16. From time to time, other attorneys at Orrick may provide services to the Committee.
2 All attorneys who are expected to appear before this Court are admitted to practice law in the United
3 States District Court and Bankruptcy Court for the Central District of California or have applied or
4 will apply for such admission *pro hac vice*. All attorneys who are expected to appear before this
5 Court are familiar with the Bankruptcy Code, the Local Rules, and the UST Guidelines and will
6 comply with them.

7 17. Orrick will endeavor to staff as efficiently as possible, only engaging professionals
8 beyond a limited core team of attorneys for specific, discrete issues as warranted an in consultation
9 with the Committee.

10 18. Orrick intends to seek compensation for professional services rendered in
11 connection with this Case, subject to this Court's approval, and in compliance with the applicable
12 provisions of the Bankruptcy Code, the Bankruptcy Rules, the UST Guidelines, and the Court's
13 orders. Orrick intends to seek reimbursement of actual necessary expenses and other charges that
14 Orrick incurs.

15 19. Orrick agrees to accept appointment as counsel for the Committee under such terms
16 as are authorized by this Court. Orrick agrees to accept compensation for its services, such sums as
17 may be allowed by this Court, in accordance with applicable law, based upon the time spent, the
18 services rendered, the costs incurred, the results achieved, the difficulties encountered, the
19 complexities involved, and any other appropriate factors. Orrick recognizes that the payment of
20 fees and expenses is subject to approval of the Court.

21 20. It is Orrick's policy to be reimbursed by clients for all out-of-pocket expenses
22 incurred in connection with out-of-town travel and certain expenses of local travel, as well as out-
23 of-pocket expenses for, among other things, long distance telephone calls, duplicating, large
24 mailings, messenger services, and similar items. All such expenses shall be billed in accordance
25 with the normal practice of Orrick, subject to any limitations or modifications prescribed by the
26 Application, the UST Guidelines, and the Local Rules, and subject to review and approval of the
27 Court, pursuant to sections 330 and 331 of the Bankruptcy Code.

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1 21. Orrick will provide monthly billing statements to the Committee that will set forth
2 the amount of fees incurred and expenses advanced by Orrick during the previous month.

3 22. Orrick understands the provisions of sections 1103(a), 330, and 331 of the
4 Bankruptcy Code, which require, among other things, Court approval of the Committee's
5 employment of Orrick as counsel and of all legal fees and reimbursement of expenses that Orrick
6 will receive from the Committee. At the conclusion of this Case, Orrick will file an appropriate
7 application seeking allowance of all fees and costs, regardless of whether interim compensation has
8 been paid.

9 23. Pursuant to Bankruptcy Rule 2014(a), Orrick must disclose in this Application the
10 connections between it, the Debtor, the Committee, and any potential conflicts of interest. Those
11 connections are disclosed in Schedule 2 attached hereto.

12 24. Orrick is a limited liability law partnership. To the best of my knowledge, none of
13 the partners, associates, or paraprofessionals of Orrick have any connection with the Committee,
14 other than disclosed herein. To the best of my knowledge, Orrick does not presently represent any
15 interest adverse to the Committee in regard to the matters with which it is to be employed in these
16 proceedings.

17 25. Orrick has not received any lien or other interest in property to secure payment of
18 Orrick's fees and expenses in this Case.

19 26. Orrick has no prepetition claim in this Case.

20 27. Orrick has neither shared nor agreed to share any of the compensation it receives
21 from this Case with any person other than to share this compensation among its partners, associates,
22 and employees.

23 28. Orrick is not a creditor, an equity security holder, or an insider of the Debtor.

24 29. Orrick is not and was not an investment banker for any outstanding security of the
25 Debtor. Orrick has not been within three years before the Petition Date an investment banker for a
26 security of the Debtor, or an attorney for such investment banker in connection with the offer, sale,
27 or issuance of any security of the Debtor.

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1 30. Neither Orrick nor any member of Orrick has ever been a director, officer, or
2 employee of the Debtor or of any investment banker for any security of the Debtor.

3 31. Orrick does not represent and will not represent any entity, other than the
4 Committee, in matters related to this Case. Prior to being engaged by the Committee, Orrick was
5 previously engaged by Jeeves to represent it during this Case (the “Jeeves Matter”). In connection
6 with the Jeeves Matter, Orrick incurred \$8,356.00 in unpaid fees and expenses on account of
7 services rendered to Jeeves in matters related to this Case, but Orrick has subsequently written off
8 such amounts and will not seek to collect the same from either Jeeves or the Debtor. Prior to
9 Orrick’s engagement by the Committee, Orrick discussed the Committee assignment with Jeeves
10 and Jeeves consented to Orrick being engaged by the Committee and to Orrick’s immediate
11 withdrawal from the Jeeves Matter and any further work for Jeeves individually in connection with
12 this Case. Orrick will not represent any entity, other than the Committee, in matters related to this
13 Case. Based on the foregoing, I do not believe that Orrick’s former representation of Jeeves in the
14 Jeeves Matter precludes Orrick from meeting the standard for retention of Committee counsel under
15 the Bankruptcy Code.

16 32. In 2021, Orrick represented an unrelated third party in a matter against the Debtor
17 which resulted in a confidential settlement. The matter was unrelated to this Case. Based on the
18 foregoing, I do not believe the former representation referenced in this paragraph precludes Orrick
19 from meeting the standard for retention of Committee counsel under the Bankruptcy Code.

20 33. Because of Orrick’s relationship with numerous financial institutions, as a general
21 rule, Orrick typically does not represent clients in connection with adversary proceedings to which
22 such financial institutions are a party for damages or other affirmative remedies. As such, to the
23 extent any such adversary proceedings are commenced in this Case, Orrick anticipates that such
24 matters may be handled on behalf of the Committee by conflicts counsel.

25 34. In addition to the foregoing, Orrick’s partners and employees may have business
26 associations with, professional, social, or familial relationships with, or interests aligned with or
27 adverse to, creditors or parties in interest, or their attorneys, accountants, or advisors. As part of its
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1 practice, Orrick appears in cases, proceedings, and transactions throughout the world involving
2 many different parties, and works together with many different parties, which may include creditors
3 or parties in interest, or attorneys, accountants, or other professional firms or advisors who may
4 represent creditors or parties in interest in this Case. To the best of my knowledge, none of these
5 associations, relationships, or interests have any connection with the Debtor, the Committee, or this
6 Case.

7 35. To the best of my knowledge, except as set forth herein, Orrick, its partners, counsel,
8 and associates (i) are not creditors, equity security holders, or insiders of the Debtor, (ii) are not
9 and were not, within two years of the Petition Date, directors, officers, or employees of the Debtor,
10 (iii) do not represent any other entity having an adverse interest in connection with the Case, (iv)
11 do not have an interest materially adverse to the interests of the Debtor's estate or of any class of
12 the Debtor's creditors or equity security holders, by reason of any direct or indirect relationship to,
13 connection with, or interest in, the Debtor, or for any other reason, and (v) are not related to any
14 judge of this Court, the U.S. Trustee, or any employee of the U.S. Trustee in this District.

15 36. Orrick has undertaken an extensive review of its conflicts database of existing and
16 former clients to determine whether it had or has any connections with the parties-in-interest in this
17 Case. Attached hereto as Schedule 1 is a list of the parties-in-interest in the Case (the "Parties-in-
18 Interest-List") that Orrick has run through its conflicts database for the purpose of making these
19 disclosures. The Parties-in-Interest List consists of (i) each of the names set forth in the list of
20 parties-in-interest provided by the Debtor (the "Debtor's Interested Party List")² and (ii) the names
21 of entities and persons identified in other filings made by the Debtor in this Case, including their
22 list of creditors and "first-day" pleadings.

23 37. Pursuant to Bankruptcy Rule 2014(a), Orrick must disclose the connections between
24 it and the Committee, the Debtor, and any potential conflicts of interest. Those connections are
25 disclosed in Schedule 2 hereto. Individual attorneys with Orrick may have previously represented
26 Committee members or other creditors of the Debtor in connection with matters wholly unrelated
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² Orrick did not perform any independent diligence with respect to the accuracy of the Debtor's Interested Party List.

1 to the present Case. Orrick will not be representing any affiliates or insiders in this Case. Other than
2 as set forth herein (including Schedule 2 attached hereto), and to the best of my knowledge, Orrick
3 does not have connections with the Debtor, the bankruptcy estate, any insider of the Debtor, any
4 creditors of the Debtor, any other party-in-interest in the Case, or their respective attorneys or
5 accountants, the U.S. Trustee, or any person employed by the U.S. Trustee. Orrick avers that none
6 of the connections are disqualifying.

7 38. Orrick has represented other committees and debtors in cases before the United
8 States Bankruptcy Court for the Central District of California. Such prior representation in no way
9 affects the proposed representation as provided for herein.

10 39. At this time, only the disclosures herein (including Schedule 2 attached hereto) have
11 been identified. Orrick is informed the Committee shall, to the extent necessary, obtain separate
12 conflicts counsel.

13 40. In addition, to the best of my knowledge, information, and belief and in accordance
14 with Bankruptcy Rule 5002, neither I, nor any attorney at Orrick is a relative of any of the United
15 States Bankruptcy Judges for the Central District of California that may be assigned to this Case,
16 and Orrick does not have a connection with any United States Bankruptcy Judge for the Central
17 District of California that would render its retention in this Case improper. Further, in accordance
18 with Bankruptcy Rule 2014, Orrick does not have any connection with the Office of the United
19 States Trustee or any persons employed by the U.S. Trustee.

20 41. As set forth herein, to the best of my knowledge, Orrick does not hold or represent
21 any interest adverse to the Committee, the creditors herein, or the bankruptcy estate, and Orrick, its
22 partners, counsel, and associates do not “represent any other entity having an adverse interest in
23 connection with the [Case]” pursuant to section 1103(b) of the Bankruptcy Code, and are
24 “disinterested persons” within the meaning of section 101(14) of the Bankruptcy Code, as modified
25 by section 1107(b) of the Bankruptcy Code. Orrick submits that Orrick’s representation of the
26 Committee is permissible under section 1103(a) of the Bankruptcy Code.

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1 42. The Debtor has numerous relationships and creditors. Consequently, although every
2 reasonable effort has been made to discover and eliminate the possibility of any connection or
3 conflict, including the efforts outlined above, Orrick is unable to state with certainty which of its
4 clients or such clients' affiliated entities hold claims or otherwise are parties in interest in this Case.
5 If Orrick discovers any information that is contrary or pertinent to the statements made herein,
6 Orrick will promptly disclose such information to the Court on notice to such creditors and to the
7 U.S. Trustee and such other creditors or other parties in interest as may be required under noticing
8 procedures applicable in this Case. To the extent it ever becomes necessary, the Committee may
9 engage separate conflicts counsel.

10 43. Orrick will periodically review its files during the pendency of this Case to ensure
11 that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or
12 relationships are discovered or arise, Orrick will use reasonable efforts to identify such further
13 developments and will file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

14 **STATEMENT REGARDING UST GUIDELINES**

15 **Question:** Did you agree to any variation from, or alternatives to, your standard or
16 customary billing arrangements for this engagement?

17 **Answer:** Yes, Orrick agreed to provide a one-time credit and discount its rates as
18 provided herein.

19 **Question:** Do any of the professionals included in this engagement vary their rate based
20 on the geographic location of the bankruptcy case?

21 **Answer:** No.

22 **Question:** If you represented the client in the 12 months prepetition, disclose your billing
23 rates and material financial terms for the prepetition engagement, including
24 any adjustments during the 12 months prepetition. If your billing rates and
25 material financial terms have changed postpetition, explain the differences and
26 the reasons for the difference.

27 **Answer:** Orrick did not represent the Committee prior to the Petition Date.

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Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Answer: Orrick prepared a preliminary budget proposal, which the Committee has reviewed and approved. The Committee is working with Orrick to develop a more refined prospective budget and staffing plan, which the Committee will review on an ongoing basis, as necessary. Furthermore, Orrick understands that the Committee, along with the Debtor and the U.S. Trustee, will maintain active oversight of Orrick's billing practices.

[Remainder of page intentionally left blank]

1 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United
2 States, that the foregoing statements are true and correct to the best of my knowledge,
3 information, and belief.

4 Dated: April 8, 2024

5 By: 
6 Raniero D'Aversa

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SCHEDULE 1

Parties-In-Interest List

3	2Cube	Charles F. Eick
4	8Fig, Inc.	Chase
5	Abram S. Feuerstein	Chase Bank USA, N.A.
6	Adela M. Salgado	Christina A. Snyder
7	Agustin Francisco Sanchez	City of San Fernando
8	Alan M. Ahart	Ciuti
9	Alejandra Ortega	Consuelo B. Marshall
10	Alfred Cooper	Cormac J. Carney
11	Ali Matin	Corporation Service Company
12	Alicia Carlos	Corrigan & Morris LLP
13	Alicia G. Rosenberg	County of Los Angeles
14	Alka Sagar	CT Corporation Service Company
15	Allied Blending	CT Corporation System
16	Amazon Capital Services, Inc.	Cynthia Lopez
17	Amazon.com Services LLC	Dale S. Fischer
18	Andre Birotte, Jr.	Damian Carrillo
19	Anthony Alcazar	Dare Law
20	Anthony F. Giuliano	David O. Carter
21	Aramark	David Rosen Bakery Supplies (dba David Rosen Company)
22	ArcBest, Inc.	David S. Shevitz
23	Arrandas Tortilleria	David T. Bristow
24	Attentive Mobile	Davis Wright Tremaine LLP
25	Aurora Leal Olivo	Dean D. Pregerson
26	Autumn D. Spaeth	Debbie Tyrell
27	Avask	Deborah J. Saltzman
28	Bakers Authority	Dekirmendjian Family Trust
29	Barbara Celadita	Dekirmenjian Family Trust
30	Barry Russell	Denisse Chavarry
31	Berkovitch and Bouskila, PLLC	Divvy
32	Blue Bridge Financial, Inc.	Dolly M. Gee
33	Bluevine	Douglas F. McCormick
34	Brandy A Sargent	Edgar Maldonado
35	Bret D Lewis & Associates	Employee Development Department
36	Bret D Lewis	Ena Gomez
37	Brex	Erick Centeno
38	Brian Pittipaldi	Erika Garcia
39	Brian T Corrigan	Erithe A. Smith
40	Brianna Fuller Mircheff	Eryk R. Escobar
41	Buchalter, A Professional Corporation	Everett L. Green
42	California Bank and Trust	Facebook
43	California Dept. of Tax & Fee Administration	Fasanara Securitisation S.A.
44	Cameron Ridley	Fernando L. Aenlle-Rocha
45	Cassandra Wilde	Fernando M. Olguin
46	Cedar Advance	Financial Pacific Leasing, Inc.

1	First Corporate Solutions	Joyce Hong
2	Fleetcor Technologies Inc.	JPMorgan Chase Bank, N.A.
3	Frances Yang	JS/JS Properties, Inc.
4	Fred W. Slaughter	Julia W. Brand
5	Frisbi	K&L Gates
6	Gail J. Standish	Karen E. Scott
7	George H. Wu	Karen L. Stevenson
8	Geraldine Mund	Karen Polk
9	Gil Hopenstand	Karla Aleman
10	Giuliano Law, P.C.	Karla Gonzalez
11	Gloria Revolorio Zuniga	Katherine C. Bunker
12	Google	Kelly Morrison
13	Greenberg Traurig	Kenly Kiya Kato
14	Gregg W. Zive	Kenneth Misken
15	Guillermo Martinez	Keynes Digital
16	Hatty Yip	Kristin Mihelic
17	Hector Arellano	Kristina Howard
18	Helen Cruz	KTLA - Nexstar Media Inc.
19	Helen E. Cardoza	La Tanya M. Davis
20	Herman Au	LaSource Group
21	Hernán D. Vera	Law Offices of Gary A Bemis
22	Hugh Powell	Law Offices of Michael Jay Berger
23	Huntington Valley Bank	Loany Mata
24	ICW	Lobasso
25	Intelligent Relations	Lorena Vasquez
26	Internal Revenue Service	Lyneer Staffing
27	Intralox LLC	Maame Ewusi-Mensah Frimpong
28	Jacqueline Chooljian	Magdalena Reyes Bordeaux
	Jaimee Zayicek	Margo A. Rocconi
	James V. Selna	Maria A. Audero
	Jason Russell	Maria A. Ramos
	Javier Francisco Sanchez	Maria Hernandez
	Jean P. Rosenbluth	Maria Lopez Gonzalez
	Jeeves	Maria Maldonado
	Jeeves, Inc.	Maria Marquez
	Jeffrey N Brown	Maria Rios
	Jenna Rose Hunter	Marilyn Sorensen
	Jesus G. Bernal	Mark C. Scarsi
	Jieun Kwon	Mark D. Houle
	Joel Richlin	Marlene Fouche
	John A. Kronstadt	Martin R. Barash
	John D. Early	Mary Avalos
	John E Johnson	Matthew D. Resnik
	John F. Walter	Matthew Resnik
	John W. Holcomb	Maura Merino Dominguez
	Jordania Gaytan Cantillano	Maureen A. Tighe
	Josephine L. Staton	Mercury Capital

1	Metropolitan Capital Bank & Trust	Republic Services
2	MGC Supply LLC	Resnik Hayes Moradi LLP
3	Michael Hauser	RHM Law LLP
4	Michael Jay Berger	Robert N. Kwan
5	Michael Jones	Robert Reiser and Company
6	Michael R. Wilner	Robertson, Anschutz, Schneid & Crane LLP
7	Michael W. Fitzgerald	Ron Maroko
8	Michele R. Steele	Ronald A. Clifford III
9	Miguel Campos	Ronald Alcazar
10	Mister Tortilla	Rozella A. Oliver
11	MNTN	Russell Clementson
12	Mónica Ramirez Almadani	Rusty Frazier, Asset Recovery Analyst
13	Mr. Tortilla Consulting Corp.	Saker Shoprites, Inc.
14	Mr. Tortilla, Inc.	San Fernando Valley Division
15	Nancy Goldenberg	Sand Park Capital LLC
16	Natividad Angon	Sanda Cruz
17	Neil W. Bason	Sandra Alanis
18	Nielson IQ	Sandra R. Klein
19	Noreen Madoyan	Scott C. Clarkson
20	Ofelia Escobar	Scott H. Yun
21	Old Dominion Freight Line	Sellers Funding
22	Onetext	SellersFunding International Portfolio Ltd.
23	Open Sponsorship	Sergio Pineda
24	Orkin	Shashi H. Kewalramani
25	Otis D. Wright, II	Sheri Bluebond
26	Padfield & Stout, L.L.P	Sheri Pym
27	Parker Group, Inc.	Sherilyn Peace Garnett
28	Parksid Funding Group LLC	Shopify Capital
	Partners Personnel Management Services, LLC	SHOPIFY INC
	Partnership Staffing	Simple Postage, Inc. (dba EasyPost)
	Patricia Donahue	Simpler Postage, Inc.
	Patti Brundige	Slope Advance
	Pawnee Leasing	Sonny Flores
	Pawnee Leasing Corporation	Southern California Edison
	Pedro V. Castillo	Southern California Gas (trading as SoCalGas)
	Percy Anderson	Spartan Business Solutions, LLC
	Perpetua	Spartan Capital
	Peter Anderson	Stanley Blumenfeld
	Philip S. Gutierrez	Stephanie Christensen
	Post Script	Stephanie J. Hill
	Queenie Ng	Stephen V. Wilson
	Quench USA, Inc.	Steve Kim
	R. Gary Klausner	Stor RB One Limited
	Ramiro Guarneros Gomez	Storfund
	Ramp	Sunshine S. Sykes
	Rapid Fulfillment LLC	Taboola

1 Take 2 Production Services Inc.
2 Tari King
3 Teikametrics
4 Terry B. Norris
5 Terry J. Hatter, Jr.
6 Theodor C. Albert
7 Thompson Coburn LLP
8 Tiktok
9 TikTok Inc
10 Tony Alcazar
11 Total Quality Logistics
12 Tracy Norfleet
13 Tyree M. Rios
14 U.S. Small Business Administration
15 Uline
16 UPS
17 Valerie Baker Fairbank
18 Veronica Hernandez
19 Victoria S. Kaufman
20 Vincent P. Zurzolo
21 Violet Thompson
22 Virginia A. Phillips
23 Wayne Johnson
24 We Pack It All
25 Wesley L. Hsu
26 William D. Keller
27 Xiomara Torres Saravia
28 Yacqueline Pillaca
1102 - 1112 Arroyo Street, LLC

SCHEDULE 2

Disclosures¹

<u>Party</u>	<u>Connection to Debtors</u>	<u>Connection to Orrick</u>
Jeeves Inc.	Creditor	Current client.
8Fig, Inc.	Creditor	8Fig, Inc. is an affiliate of current Orrick client, Koch Companies Public Sector, LLC.
Maria Rios	Creditor	Maria R. Rios is a former pro bono client.
Facebook	Creditor	Meta Platforms, Inc. is a current Orrick client.
Brex	Creditor	Brex Board of Directors is a former Orrick client, and BREX, Inc. is a current Orrick client.
Chase, JPMorgan Chase Bank, N.A. s/b/m/t Chase Bank USA, N.A.	Creditor	JP Morgan Securities Inc., JP Morgan Stanley Securities Ltd., JP Morgan AG, Syndicate of Bank Underwriters of Rivian IPO: Morgan Stanley, Goldman Sachs, JP Morgan, JPMORGAN CHASE BANK, N.A. - Philippine Customer Care Center, JPMorgan fka Bear, Stearns & Co. Inc. are current Orrick clients. JP Morgan Securities PLC is a former Orrick client.
County of Los Angeles	Creditor	County of Los Angeles, Los Angeles County Employees Retirement Association, Los Angeles County Sanitation District, Los Angeles Unified School District, and Los Angeles Co Metro Trans Authority are current Orrick clients.

¹ The parties listed herein are parties in interest (or affiliated entities) who are current clients of Orrick or were clients of Orrick within the last two (2) years. The disclosure of affiliate relationships among potentially related entities reflects only information known to Orrick through its conflict reporting system. Orrick has not performed independent research to identify other affiliate relationships with respect to the parties on the interested parties list.

<u>Party</u>	<u>Connection to Debtors</u>	<u>Connection to Orrick</u>
		Los Angeles County Facilities, Inc., Los Angeles County Development Authority are former Orrick clients.
Divvy	Creditor	DivvyPay, Inc. is a current Orrick client. Divvy Homes Inc. is a former Orrick client.
TikTok	Creditor	TikTok and ByteDance, Inc. are current Orrick clients. An Orrick associate is currently seconded to TikTok/ByteDance, Inc.
Shopify	Creditor	Shopify Inc. is a current Orrick client.
Postscript	Creditor	Stodge Inc. d/b/a Postscript is a current Orrick client.
Taboola	Creditor	Taboola is a current Orrick client.
Parker Group, Inc.	Creditor	Parker Group, Inc. is a current Orrick client.

1 **EXHIBIT C**

2 **Grimwood Declaration**

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1 JEFFERY D. HERMANN (STATE BAR NO. 90445)
jhermann@orrick.com
2 ORRICK, HERRINGTON & SUTCLIFFE LLP
355 South Grand Avenue
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4 Telephone: +1 213 629 2020
Facsimile: +1 213 612 2499

*Proposed Counsel for The Official Committee of
Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA – SAN FERNANDO VALLEY DIVISION**

In re

Case No. 1:24-bk-10228-VK

10 MR. TORTILLA, INC.,

Chapter 11 Case

11 || Debtor

Hon. Victoria S. Kaufman

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**DECLARATION OF ALEX
GRIMWOOD IN SUPPORT OF
APPLICATION OF THE OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS OF MR. TORTILLA,
INC. FOR AN ORDER AUTHORIZING
RETENTION AND EMPLOYMENT OF
ORRICK, HERRINGTON &
SUTCLIFFE LLP AS COUNSEL
EFFECTIVE AS OF MARCH 22, 2024
PURSUANT TO 11 U.S.C. §§ 328 AND
1103 AND FEDERAL RULES OF
BANKRUPTCY PROCEDURE 2014
AND 5002**

[No Hearing Required Unless Requested Pursuant to Local Bankruptcy Rule 2014-1]

I, Alex Grimwood, submit this declaration in support of the *Application of the Official Committee of Unsecured Creditors of Mr. Tortilla, Inc. for an Order Authorizing Retention and Employment of Orrick, Herrington & Sutcliffe LLP as Counsel Effective as of March 22, 2024 Pursuant to 11 U.S.C. §§ 328 and 1103 and Federal Rules of Bankruptcy Procedure 2014 and 5002* (the “Application”),¹ and hereby state and declare as follows:

1. I am the representative of Jeeves Inc. (“Jeeves”), a member of the Committee, and I, along with a representative from the other member of the Committee, Simpler Postage, Inc. (dba EasyPost), have been involved in the process of selecting and engaging counsel for the Committee.

2. Unless otherwise stated, the facts set forth herein are based on my personal knowledge, my review of relevant documents and information, and my personal opinion based on my experience, knowledge, and information provided to me. I am authorized to submit this declaration on behalf of the Committee, and, if called upon to testify, I would testify competently to the facts set forth herein.

3. As the designated representative of Jeeves, I was directly involved in the Committee’s decision to retain Orrick and participated in the negotiation of Orrick’s proposed terms of employment.

4. The Committee selected Orrick after careful deliberation based on, among other things, its attorneys’ significant chapter 11 experience, including with respect to representing debtors, committees, individual creditors, and other parties-in-interest, and their recognized expertise in the field of creditors’ rights and business reorganizations under chapter 11 of the Bankruptcy Code.

5. The members of the Committee reviewed Orrick’s rates for bankruptcy services as set forth in the Orrick application. Based upon Orrick’s representations to the Committee, I understand that those rates are generally comparable to, or less than, Orrick’s global rates for bankruptcy and non-bankruptcy engagements and the billing rates and terms of other comparably-skilled firms for providing similar services. Moreover, Orrick has advised the Committee that it

¹ Capitalized terms used but not otherwise defined herein have the meanings given to them in the Application.

1 will provide a 20% discount for all attorneys and paraprofessionals involved in this representation.
2 Orrick has also advised the Committee that it will give the Committee a one-time credit of \$30,000
3 calculated using Orrick's discounted rates, provided that the Case is not dismissed or converted to
4 chapter 7 within three months of the Petition Date, with such credit to be applied to Orrick's final
5 fee application. Based upon these representations and the Committee members' experience in the
6 bankruptcy field, the Committee believes that these rates are reasonable.

7 6. The Committee will supervise the fees and expenses incurred by Orrick to manage
8 the Committee's costs by, among other things, reviewing all invoices and applications for payment
9 of fees and reimbursement of expenses. If the Committee objects to any fees or expenses requested,
10 the Committee will attempt to resolve the objection with Orrick consensually. Orrick has advised
11 the Committee that, if the Committee and Orrick are unable to resolve any such issues with respect
12 to any application for payment of fees and expenses, Orrick will file a notice of objection to the
13 application while reserving all rights to contest the objection. The Committee reserves the right to
14 retain conflicts counsel to prosecute any such objection to any application for payment of fees and
15 reimbursement of expenses if any objection by the Committee cannot be resolved by the Committee
16 and Orrick consensually.

17 7. Orrick prepared a preliminary budget proposal, which the Committee has reviewed
18 and approved. The Committee is working with Orrick to develop a more refined prospective budget
19 and staffing plan, which the Committee intends to review on an ongoing basis, as necessary.

20 8. Nothing in this declaration is intended to impair (a) Orrick's right to request
21 allowance and payment of fees and expenses under the applicable provisions of the Bankruptcy
22 Code, the Bankruptcy Rules, or the Local Rules, or (b) Orrick's right to defend any objection raised
23 with respect to such allowance and payment.

24 9. For the foregoing reasons, I believe Orrick is eligible for retention and employment
25 by the Committee, and that such employment is in the best interest of the estate.

[*Remainder of page intentionally left blank*]

1 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United
2 States, that the foregoing statements are true and correct to the best of my knowledge, information,
3 and belief.

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5 Dated: April 8, 2024

6 By: Alexander Grimwood
7 Alex Grimwood

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PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
355 S. Grand Avenue, Suite 2700, Los Angeles, CA 90071

A true and correct copy of the foregoing document entitled (*specify*): NOTICE OF APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF MR. TORTILLA, INC. FOR AN ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF ORRICK HERRINGTON & SUTCLIFFE LLP AS COUNSEL EFFECTIVE AS OF MARCH 22, 2024 PURSUANT 11 U.S.C. §§ 328 & 1103 AND FEDERAL RULES OF BANKRUPTCY PROCEDURE 2014 & 5002 will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) 04/08/2023, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

See attached service list

Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) , I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) , I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

04/08/2024 Jeffery Hermann
Date *Printed Name*

/s/ Jeffery Hermann
Signature

Service List

<u>Name:</u>	<u>Email Address:</u>
Anthony F. Giuliano On Behalf of Interested Party Spartan Business Solutions LLC	afg@glpcny.com
Brandy A Sargent On behalf of Creditor Amazon.com Services LLC	brandy.sargent@klgates.com litigation.docketing@klgates.com
Brandy A Sargent On behalf of Creditor Amazon Capital Services Inc.	janna.leasy@klgates.com brandy.sargent@klgates.com; litigation.docketing@klgates.com janna.leasy@klgates.com
Bret D Lewis On behalf of Creditor The Dekirmenjian Family Trust dated February 22, 2002 Garo Dekirmenjian, Trustee	Bretlewis@aol.com; bdlawyager@gmail.com
Brian T Corrigan On behalf of Creditor Sand Park Capital LLC	bcorrigan@cormorllp.com scm@cormorllp.com
Jeffrey Garfinkle On behalf of Creditor Blue Bridge Financial LLC	jgarfinkle@buchalter.com docket@buchalter.com lverstegen@buchalter.com jbrown@thompsoncoburn.com cmamayson@thompsoncoburn.com smagnus@thompsoncoburn.com DocketLA@thompsoncoburn.com
Jeffrey N Brown On behalf of Creditor Metropolitan Capital Bank & Trust	jjohnson@padfieldstout.com
Katherine Bunker On behalf of U.S. Trustee United States Trustee (SV)	kate.bunker@usdoj.gov
Matthew D. Resnik On behalf of Other Professional Matthew Resnik	Matt@rhmfir.com roksana@rhmfir.com rosario@rhmfir.com sloan@rhmfir.com priscilla@rhmfir.com rebeca@rhmfir.com david@rhmfir.com susie@rhmfir.com

Michael Jay Berger
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United States Trustee (SV)

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Bret D Lewis On behalf of Creditor The Dekirmenjian Family Trust dated February 22, 2002 Garo Dekirmenjian, Trustee	Bretlewis@aol.com; bdlawyager@gmail.com
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Matthew D. Resnik On behalf of Other Professional Matthew Resnik	Matt@rhmfir.com roksana@rhmfir.com rosario@rhmfir.com sloan@rhmfir.com priscilla@rhmfir.com rebeca@rhmfir.com david@rhmfir.com susie@rhmfir.com

Michael Jay Berger
On behalf of Debtor Mr. Tortilla Inc.

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United States Trustee (SV)

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